

0100763021

**Union Pacific Corporation**



Jack E. Jerrett  
Senior Corporate Attorney

11424-B  
SEP 7 1995 - 10 05 AM

September 6, 1995

**FEDERAL EXPRESS**

Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, DC 20423

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 7 9 58 AM '95  
LICENSING BRANCH

Re: **Missouri Pacific Railroad Company Amended and Restated  
Conditional Sale Agreement No. 1 dated as of May 1, 1980**

Dear Mr. Williams:

Enclosed please find an original and three counterparts of the document described below, which are to be filed and recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of August 24, 1995, by Chemical Bank, as Trustee under the above-captioned Conditional Sale Agreement, consenting that the record of its title to the equipment covered by such Conditional Sale Agreement be canceled and discharged. The Conditional Sale Agreement is recorded under Recordation No. 11424.

I have enclosed a fee of \$21. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

JEJ:cee  
Enclosures  
cc: Michael J. Staffenbeal

g:\etfile\etcb1.jjl



Interstate Commerce Commission  
Washington, D.C. 20423-0001

9/8/95

Office Of The Secretary

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower  
Eighth and Eaton Avenues  
Bethlehem, PA., 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/7/95 at 10:05AM , and assigned recordation number(s). 11424-B.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100763021)

21.00

\$ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

BILL OF SALE AND DECLARATION OF PAYMENT

11424-B

SEP 7 1995 10 05 AM

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (the "Company"), entered into an Amended and Restated Conditional Sale Agreement No. 1, dated as of May 1, 1980 (the "CSA"), which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 3, 1980 and assigned Recordation No. 11424-A; and

WHEREAS, the CSA provided for the conditional sale and delivery by various builders named in the CSA (the "Builders"), and the purchase by the Company, of the railroad equipment described in Schedule A hereto (the "Equipment"); and

WHEREAS, the Company agreed to pay the purchase price of the Equipment, including interest, in the manner prescribed in the CSA (the "CSA Indebtedness"); and

WHEREAS, pursuant to an Agreement and Assignment, dated as of January 1, 1980, the Builders assigned their respective interests in the Equipment and certain rights under the CSA (including the right to receive payment of the CSA Indebtedness) to Chemical Bank (the "Bank"); and

WHEREAS, on July 1, 1995 the Company made the final payment due under the CSA in respect of the CSA Indebtedness; and

WHEREAS, the Company has paid the Bank the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the CSA, and the Company represents and warrants that it has performed all the covenants and conditions contained in the CSA.

NOW, THEREFORE, the Bank does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the CSA have been fully performed and all monies payable thereunder have been fully paid.

WHEREUPON, the Bank does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, all right, title and interest of the Bank in and to the Equipment free and clear of all claims, liens, security interests and other encumbrances created in or retained by the Bank under the CSA, it being understood that the Bank makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the CSA or that the Equipment has not suffered a Casualty Occurrence (as defined in the CSA).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by  
its officers thereunto duly authorized this 24 day of Aug, 1995.

CHEMICAL BANK

By: \_\_\_\_\_

Name:

W.B. Dodge

Title:

VICE PRESIDENT

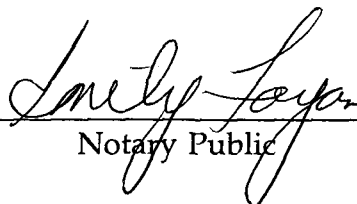
Attest:

Wanda T. Leland

TRUST OFFICER

STATE OF New York )  
COUNTY OF New York ) ss:  
)

On this 24 day of August, 1995, before me personally appeared  
W.B. Dodge, to me personally known, who being by me duly sworn, said that  
he or she is VICE PRESIDENT of Chemical Bank, that the seal affixed to the foregoing  
instrument is the corporate seal of said corporation, that he or she is authorized to  
execute the foregoing instrument on behalf of said corporation, that said instrument was  
signed and sealed on behalf of said corporation by authority of its Board of Directors  
and he or she acknowledged that the execution of the foregoing instrument was the free  
act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

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EMILY FAYAN  
Notary Public, State of New York  
No. 24-4737006  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires December 31, 1995

## SCHEDULE A

MISSOURI PACIFIC RAILROAD COMPANY  
CONDITIONAL SALE AGREEMENT NO. 1 DATED 5/1/80  
DESCRIPTION OF EQUIPMENT AS OF JUNE 30, 1995

### HOPPER CARS

MP	723745	MP	723789	MP	723835	MP	723878	MP	723922
MP	723746	MP	723790	MP	723836	MP	723879	MP	723923
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